

FILED

STATE OF WISCONSIN CIRCUIT COURT 2013 FEB -8 DANE COUNTY
BRANCH _____

CIRCUIT COURT
DANE COUNTY WI

STATE OF WISCONSIN
17 West Main Street
Madison, WI 53703,

Plaintiff,

v.

Case No. 2013-CX- 2

Complex Forfeiture: 30109

THE MANDATORY POSTER
AGENCY, INC.,
d/b/a CORPORATE RECORDS
SERVICE
Thomas Fata, Resident Agent
5859 W. Saginaw Highway, #343
Lansing, MI 48917-2460,

THIS IS AN AUTHENTICATED COPY OF THE
ORIGINAL DOCUMENT FILED WITH THE DANE
COUNTY CLERK OF CIRCUIT COURT.

STEVEN J. FATA
1703 Sunnydale
Lansing, MI 48917-1447,

CARLO ESQUEDA
CLERK OF CIRCUIT COURT

Defendants.

COMPLAINT

The State of Wisconsin, by its attorneys, J.B. Van Hollen, Attorney General and Lewis W. Beilin, Assistant Attorney General, brings this action against the defendants named above and alleges as follows:

PARTIES

1. Plaintiff State of Wisconsin is one of the United States of America and has its seat of government at State Capitol, Madison, Wisconsin.

2. Defendant The Mandatory Poster Agency, Inc. is a Michigan corporation that is conducting business in Wisconsin using the assumed name "Corporate Records Service." Neither The Mandatory Poster Agency, Inc. nor Corporate Records Service is registered as a foreign company with the Wisconsin Department of Financial Institutions ("DFI"). The resident agent for The Mandatory Poster Agency, Inc. is Mr. Thomas Fata, 5859 W. Saginaw Highway, #343, Lansing, MI, 48917-2460.

3. Defendant Steven J. Fata is an adult resident of the State of Michigan with an address of 1703 Sunnydale, Lansing, MI, 48917-1447.

JURISDICTION AND VENUE

4. The court has subject matter jurisdiction over this action pursuant to Wis. Stat. § 100.18(11)(d).

5. Venue is proper in Dane County pursuant to Wis. Stat. § 801.50(2)(a) insofar as the claim arose here.

FACTS

6. Starting on an unknown date, but no later than January 28, 2013, defendants sent to Wisconsin corporations by mail, or arranged to be sent here by mail, envelopes containing a document entitled "2013 – Annual

Minutes Form; Shareholders, Directors and Officers.” (Hereinafter, “Annual Minutes Form.”) The mailings were sent in green, standard-size envelopes marked: “Important: Annual Minutes Requirement Statement.” The envelopes contain both the aforementioned “Annual Minutes Form” and a one-page sheet of “Instructions.” Copies of the Annual Minutes Form and instruction sheet are attached to this Complaint as Exhibit A and incorporated herein by reference.

7. Each of the Annual Minutes Forms mailed to Wisconsin corporations is preprinted with the name of the corporation, as well as that corporation’s DFI-issued registration number and the date on which the corporation was registered.

8. The Annual Minutes Form also includes the following statements: “Corporate Records Service will prepare and provide corporate minutes that meet the following requirements of Wisconsin law:

Wisconsin Statute § 180-1601 Corporate records . . .” A corporation shall keep as permanent records any of the following that has been prepared: (a) Minutes of meetings of its shareholders and board of directors.”

Wisconsin Statute §180-0701: Annual meeting . . . “Except as provided in sub. (4), a corporation shall hold a meeting of the shareholders annually at a time in or fixed in accordance with the bylaws.” Wisconsin Statute §180-0820 states that “The board of directors may hold regular or special meetings in or outside this state.”

9. The Annual Minutes Form also contains a series of boxes where the recipient is asked to fill in the names of each stockholder, director and officer of the corporation, and to identify a "contact person" for the corporation.

10. The Instructions sheet enclosed with the Annual Minutes Form contains the following statement: "Submit the Annual Minutes Form together with the payment for preparation of documents to satisfy the annual minutes requirement for your corporation."

11. Contrary to these statements, there is no requirement in Wisconsin law for a corporation to prepare minutes of its annual meeting of shareholders. Rather, Wisconsin law provides that *if* a corporation chooses to prepare minutes of its annual meeting, those minutes must be retained permanently. Wis. Stat. § 180.1601(1).

12. There also is no requirement in Wisconsin law that a corporation must file minutes of annual meetings with DFI.

13. Wisconsin law requires, *see* Wis. Stat. § 180.1622, that corporations file with DFI an annual report containing certain information about the corporation and its activities and ownership.

14. However, the information that solicited in the "Annual Minutes Form" in no way would constitute a satisfactory annual report filing under Wis. Stat. § 180.1622.

15. Moreover, the information solicited on the Annual Minutes Form, if filled out and returned, could not form the basis for the actual preparation of corporate meeting minutes. The preparer of meeting minutes would have either to be present at the meeting or else be provided with a recording or transcript or notes of some kind, and yet the Annual Minutes Form does not even request such information from the recipient. Thus, the service being offered appears to be illusory.

16. Although the Annual Minutes Form and the envelope that contains it include a few statements to the effect that Corporate Records Service is not a government agency, the overall design of the mailing gives it the "look and feel" of a government document, which it is not. DFI has not approved the "Annual Minutes Form" being mailed to Wisconsin corporations by the defendants.

17. The Annual Minutes Form states: "Please complete this Annual Minutes Form. . . . Mail the completed form with your payment for \$125 payable to Corporate Records Service in the enclosed envelope." The Annual Minutes Form requests payment by check or credit card authorization.

18. A pre-addressed return envelope is enclosed with each mailing. The address on the return envelope is 1360 Regent Street, #161, Madison, WI 53715. That address is also printed on the Annual Minutes Form.

19. 1360 Regent Street, Madison, Wisconsin is a UPS Store mail service location.

20. Box 161 at this UPS Store was leased by the "Labor Law Poster Service" of Lansing, Michigan, in March 2006. An Application for Delivery of Mail by Agent by the U.S. Postal Service was made for box 161 by defendant Steven J. Fata.

21. On February 4, 2013, defendant Steven J. Fata leased a second box (box #167) at the UPS Store at 1360 Regent Street in Madison, Wisconsin, in the name of "Corporate Records Service" of Lansing, Michigan. As noted above, "Corporate Records Service" is an assumed name of defendant The Mandatory Poster Agency, Inc.

22. Defendant Steven J. Fata made an Application for Delivery of Mail by Agent by the U.S. Postal Service for Box #167. That application identifies the officers of Corporate Records Service as "Steve Fata, Joe Fata, Tom Fata."

COUNT ONE

Wis. Stat. § 100.18: Fraudulent Misrepresentations

23. Plaintiff realleges all facts in the preceding paragraphs.

24. The Annual Minutes Form and the mailing envelope described above contain statements and representations subject to Wis. Stat. § 100.18(1), which prohibits the making of untrue, deceptive or misleading assertions,

representations and statements of fact to the public with intent to sell a service.

25. Defendant The Mandatory Poster Service, Inc. violated Wis. Stat. § 100.18(1) by making false, deceptive and/or misleading assertions, representations or statements in the Annual Minutes Form and on the envelope that contains it, including but not limited to the statements identified in the paragraphs above.

26. Defendant Steven J. Fata is personally liable for the foregoing violations in that, upon information and belief, he has had actual or constructive knowledge of, or otherwise had the ability to control the acts and practices that form the basis for the violations.

27. Each mailing sent by the defendants containing the false, misleading or deceptive representations represents a separate violation of Wis. Stat. § 100.18(1).

WHEREFORE, the plaintiff prays for the following relief:

A. A declaration that the defendants have violated Wis. Stat. § 100.18(1) in relation to the 2013-Annual Minutes Form mailer.

B. An injunction enjoining the defendants from distributing, through any channels of commerce, the Annual Minutes Form, instructions sheet, and envelope described in this Complaint, and further enjoining the defendants from violating Wis. Stat. § 100.18(1).

C. Civil forfeitures pursuant to Wis. Stat. § 100.26(4) of not less than \$50 nor more than \$200 for each violation of Wis. Stat. § 100.18(1).

D. Restitution of losses to consumers because of the acts and practices of the defendants, pursuant to Wis. Stat. § 100.18(11)(d).

E. Such other and further relief as the Court shall conclude is appropriate.

Dated this 7th day of February, 2013.

Respectfully submitted,

J.B. VAN HOLLEN
Attorney General



LEWIS W. BEILIN
Assistant Attorney General
State Bar #1038835



Attorneys for State of Wisconsin

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2013 - ANNUAL MINUTES FORM SHAREHOLDERS, DIRECTORS AND OFFICERS

(Wisconsin Corporations)

IMPORTANT! FOLLOW INSTRUCTIONS EXACTLY WHEN COMPLETING THIS FORM. PLEASE PRINT.

Key Code K195521043	Notice Date 2013-01-23	Corporation Number 1W16983	Incorporation Date 07/11/1980
Business Address TEST RECORD THIRD QUARTER NAD 345 W WASHINGTON AV 3RD FL PO BOX 7846 MADISON, WI 53707-7846 			 <div style="border: 1px solid black; padding: 5px; text-align: center;"> Please Respond By Feb. 20, 2013 </div>

Corporate Records Service will prepare and provide corporate minutes that meet the following requirements of Wisconsin law:

WISCONSIN STATUTE §180-1601 Corporate records ... "A corporation shall keep as permanent records any of the following that has been prepared: (a) Minutes of meetings of its shareholders and board of directors."

WISCONSIN STATUTE §180-0701: Annual meeting ... "Except as provided in sub. (4), a corporation shall hold a meeting of the shareholders annually at a time in or fixed in accordance with the bylaws." WISCONSIN STATUTE §180-0820 states that "The board of directors may hold regular or special meetings in or outside this state."

Corporate minutes may also be prepared by corporate officers or other agents. **CORPORATE RECORDS SERVICE IS NOT A GOVERNMENT AGENCY AND DOES NOT HAVE OR CONTRACT WITH ANY GOVERNMENT AGENCY TO PROVIDE THIS SERVICE.**

Please complete this Annual Minutes Form. Your information will be kept confidential and will not be disclosed to third parties. Mail the completed form with your payment for **\$125.00** payable to **Corporate Records Service** in the enclosed envelope. If you have any questions, please email us at records@corp-records.com.

Step 1. SHAREHOLDERS Enter the names of each stockholder.

Name	Name
Name	Name
Name	Name
Name	Name

Step 2. CORPORATE DIRECTORS Enter the names of all members of the Board of Directors.

Name	Name
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INSTRUCTIONS FOR COMPLETING THE ANNUAL MINUTES FORM
(Wisconsin Corporations)

Review the accuracy of the preprinted corporate name and address and make any changes necessary.
PLEASE PRINT CLEARLY.

- Step 1 Enter the name of each stockholder. You must account for 100% of the outstanding shares.
- Step 2 Enter the name of all members of the Board of Directors. Members of the Board of Directors must be at least 18 years of age.
- Step 3 Enter the title of an officer and the name of the officer. You must have at least one officer. Typical officers are Chief Executive Officer (CEO), President, Vice President, Secretary, Assistant Secretary, Chief Financial Officer Treasurer, Chief Operations Officer (COO). In addition, list any other corporate officers.
- Step 4 Enter the name and email address of the person to contact if we have any questions.
- Step 5 Provide a valid payment method.
- Step 6 Sign the form to verify the validity of information provided and authorize your payment.
- Step 7 Return the entire completed form with payment.

Submit the Annual Minutes Form together with the payment for preparation of documents to satisfy the annual minutes requirement for your corporation. **Submit payment for \$125.00 payable to Corporate Records Service and mail to:**

CORPORATE RECORDS SERVICE
1360 Regent Street #161
Madison, WI 53715-1255

Completed documents will be mailed to you within four weeks. Have each party sign the documents where indicated and keep them as permanent records.

Maintaining records is important to the existence of all corporations. In particular the recording of shareholders and director meetings. You can engage an attorney to prepare them, prepare them yourself, use some other service company or use our service.

Please note: The preparation of minutes of annual meetings does not satisfy the requirement to file the annual report required by the Wisconsin Business Corporations Act. The annual report and instructions may be found online.